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Division of Corporations

No. 0606 P. 1

7/15/2015

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Account Number : I20130000058
Phone : (904) 665-3631
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FIRST COAST HEART & VASCULAR CENTER, P.A.**

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
FIRST COAST HEART & VASCULAR CENTER, P.A.**

1. The name of the corporation is First Coast Heart & Vascular Center, P.A. (the "Corporation").

2. Article VII of the Articles of Incorporation is hereby deleted in its entirety and shall be replaced with the following provision:

**Article VII
Directors**

This professional corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time by the shareholders of the corporation, but should never be less than one (1). The directors shall be divided into two classes, apportioned as follows: Class I directors shall consist of two (2) directors and Class II directors shall consist of three (3) directors. The current term of Class I directors shall expire on December 31, 2015, and the current term for Class II directors shall expire on December 31, 2016. After the expiration of the current term, each successive term of office for each class of directors shall be two years. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as possible, an equal number of directors in each class. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the end of the calendar year in which his term expires and until his successor shall be elected and qualify. The manner of selection of the directors shall be as provided in the bylaws.

3. Article X of the Articles of Incorporation is hereby deleted in its entirety and shall be replaced with the following provision:

**Article X
Business Combinations and Dissolution**

The affirmative vote of at least 75% of the shares held by Founding Shareholders shall be required for the approval or authorization of the dissolution of this professional corporation or a Business Combination. For the purposes of this

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Article X, "Business Combination" shall mean (i) any acquisition, sale, lease, mortgage or other disposition or encumbrance on the assets of this professional organization other than in the ordinary course of business or (ii) the sale of all or substantially all of the assets of this professional organization. For the purposes of this Article X, "Founding Shareholders" shall mean the shareholders of this professional corporation as of July 14, 2015.

4. The Articles of Incorporation shall be amended to include this Article XI:

Article XI
Amendment

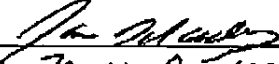
The affirmative vote of at least 75% of the shares held by Founding Shareholders shall be required to amend these Articles of Incorporation. For the purposes of this Article XI, "Founding Shareholders" shall mean the shareholders of this professional corporation as of July 14, 2015.

5. The foregoing amendments were adopted by the Board of Directors of the Corporation and approved by vote of the majority of the shareholders of the Corporation on July 14, 2015, by written consent, pursuant to the Florida Business Corporation Act.

6. The foregoing amendment shall become effective upon filing with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 14th day of July, 2015.

**FIRST COAST HEART & VASCULAR
CENTER, P.A.**
a Florida corporation

By: 
Name: James D. Hadden
Title: CEO

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